

RECORDATION NO. 6688-B Filed & Recorded

3220 Duke Street • Alexandria, Virginia 22314-4590

FEB 26 1987 11-10 AM

Cable FGECARS
Telex 89 2670

Charles A. Spitulnik
General Counsel & Corporate Secretary
703-823-1075

INTERSTATE COMMERCE COMMISSION

February 20, 1987

Date 2/26/87
Fee \$ 10.00
ICC Washington, D. C.

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Ms. Noretta R. McGee, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

ATTENTION: Ms. Mildred Lee, Recordation Section
Room 2223

Dear Ms. Lee:

In compliance with 49 C.F.R. Part 1177 and with instructions we received from the office of the Secretary of the Commission, I am enclosing an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code:

The document is a Second Supplemental Agreement to an Equipment Trust Agreement, a secondary document, dated February 5, 1987. The primary document to which this is connected is the Equipment Trust Agreement between The Riggs National Bank of Washington, D.C., Trustee, and Fruit Growers Express Company, dated August 15, 1972, I.C.C. Recordation Number 6688. The names and addresses of the parties to the document are as follows:

Trustee and Lessor: The Riggs National Bank of Washington, D.C., 1120 Vermont Avenue, N.W., Washington, D.C. 20005-3598.

Lessee: Fruit Growers Express Company, 3220 Duke Street, Alexandria, VA 22314.

A description of the equipment covered by the document follows:

One Class "A", 50-ft., 100-ton all steel mechanically refrigerated car, AAR designation "RPL", bearing letters and road number FGMR 12774.

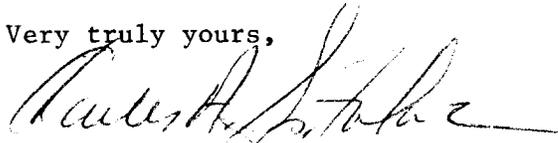
A fee of Ten Dollars (\$10.00) is enclosed. Please return the original and the extra copies, which I am also enclosing and ask that you also mark with the Recordation Number of this Supplemental Agreement, to me at the above address.

Ms. Noreta McGee, Secretary
February 20, 1987
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A short summary of the document to appear in the index follows:

Second Supplemental Agreement to Equipment Trust Agreement, dated August 15, 1972, between The Riggs National Bank of Washington, D.C., 1120 Vermont Avenue, N.W., Washington, D.C. 20005-3598, Trustee and Lessor, and Fruit Growers Express Company, 3220 Duke Street, Alexandria, VA 22314, with Recordation No. 6688, dated February 5, 1987, and covering one 50 foot 100-ton all steel mechanically refrigerated car, AAR designation "RPL", bearing letters and road number FGMR 12774.

Very truly yours,



Charles A. Spitulnik

CAS/cc
Attachment

cc: R. C. Braun

FEB 26 1987 11-10 AM

572 INTERSTATE COMMERCE COMMISSION

SECOND SUPPLEMENTAL AGREEMENT, dated as of the 572 day of February, 1987, between THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., a national banking association organized and existing under the laws of the United States of America, Trustee (hereinafter called "the Trustee"), and FRUIT GROWERS EXPRESS COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "the Company"),

WITNESSETH:

WHEREAS, the Trustee and the Company entered into a certain Agreement dated as of August 15, 1972, whereunder the Company agreed to sell and deliver to the Trustee 180 railroad refrigerator cars, and as of the same date also entered into a Lease whereunder the Trustee let and leased those refrigerator cars, described in the Leasing Clause, to the Company, said Agreement and Lease constituting Fruit Growers Express Company Equipment Trust of 1972, Series VV, and

WHEREAS, the Trustee and the Company entered into a certain Supplemental Agreement, dated as of June 8, 1984, whereunder the Company agreed to sell and deliver to the Trustee certain other railroad refrigerator cars to replace cars originally subject to the Equipment Trust which were destroyed, and the Trustee agreed to let and leased those cars to the Company, and

WHEREAS, a refrigerator car previously delivered to the Trustee under the Trust, as supplemented, has been transferred, and the Company has sold and delivered to the Trustee in replacement thereof one (1) railroad refrigerator car of equal or greater aggregate value and of as good material, character and construction as the refrigerator car which was transferred, and

WHEREAS, the Trustee has redelivered the replacement refrigerator car to the Company and the Company has accepted the same, and it is desired to supplement the record of said Lease by adding thereto a description of said replacement car,

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

FIRST. The Trustee has let and leased and by these presents doth let and lease to the Company for the term, for the rent and upon the terms and conditions and covenants set forth in said Lease the following railroad equipment:

One (1) Class "A", 50 foot, 100-ton all steel mechanical refrigerated car, Association of American Railroads Mechanical Designation "RPL", built in 1972 bearing letters and road number FGMR 12774;

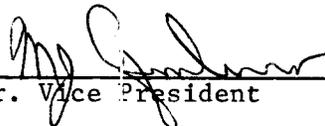
SECOND. The recitals herein are made by the Company and not by the Trustee.

THIRD. This Second Supplemental Agreement shall not be construed as in any way amending said Agreement and Lease, as supplemented, together constituting Fruit Growers Express Company Equipment Trust of 1972, Series VV, and said Agreement and Lease, as supplemented, shall remain and be in full force and effect in accordance with their terms.

FOURTH. The Company hereby constitutes and appoints H. L. Randall, its President, to be its Attorney to execute and acknowledge this instrument in its name and as and for its corporate act and deed.

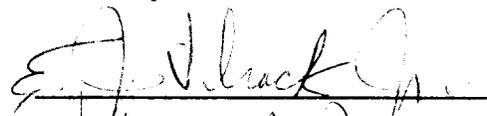
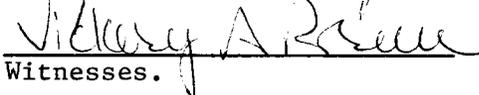
IN WITNESS WHEREOF, THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., Trustee, and FRUIT GROWERS EXPRESS COMPANY, have caused this SECOND SUPPLEMENTAL AGREEMENT to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested by their respective officers thereunto duly authorized as of the day and year first above written.

THE RIGGS NATIONAL BANK OF
WASHINGTON, D.C.,
Trustee,

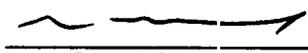
By 
Sr. Vice President

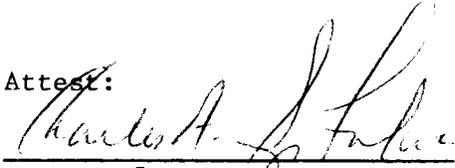
Attest:

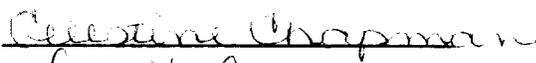
Trust Officer

In the presence of:


Witnesses.

FRUIT GROWERS EXPRESS COMPANY

By 
President

Attest:

Secretary

In the presence of:


Witnesses.

DISTRICT OF COLUMBIA)
) SS.:
CITY OF WASHINGTON)

On the *17th* day of *February*, 1987, before me personally came *M. J. AQUILINO*, to me known, who, being by me duly sworn, did depose and say that he resides at *508 Scott Drive Silver Spring Md 20904*

that he is a Vice President of THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

Catherine T. Boeg
Notary Public

My Commission Expires October 14, 1991

CITY OF ALEXANDRIA)
) SS.:
STATE OF VIRGINIA)

On the *5th* day of *February*, 1987, before me personally came H. L. Randall, to me known, who being by me duly sworn, did depose and say that he resides at *1305 National Avenue Alexandria, VA 22307* that he is President of FRUIT GROWERS EXPRESS COMPANY, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; and that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

Robert J. Fisher
Notary Public

My Commission Expires *March 27, 1990*